

Exhibit 22



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Butte, MT 59701
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November 15, 2002

The Bank of New York,
as Trustee under the Indenture
(as defined below)
101 Barclay Street, 8 West
New York, New York 10286
Attention: Vice President,
Corporate Trust Administration

Re: Company Order by NorthWestern Energy, L.L.C. (formerly known as The Montana Power, L.L.C. and successor by merger to (The Montana Power Company) under the Junior Subordinated Deferrable Interest Debentures, 8.45% Series due 2036, issued under the Indenture dated as of November 1, 1996 – Transfer of Assets and Liabilities to NorthWestern Corporation

Ladies and Gentlemen:

Reference is made to the Indenture, dated as of November 1, 1996, between The Montana Power Company ("MPC"), and you, as Trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated as of February 13, 2002, and the Second Supplemental Indenture, dated as of August 13, 2002, each between NorthWestern Energy, L.L.C., formerly known as The Montana Power, L.L.C. and successor by merger to MPC ("NorthWestern Energy"), and the Trustee (collectively, the "Indenture"). This Company Order is being submitted in connection with the intra-company restructuring transaction (the "Transaction") involving the transfer of substantially all of the assets and liabilities of NorthWestern Energy to its parent, NorthWestern Corporation ("NorthWestern") pursuant to the Asset and Stock Transfer Agreement, dated as of November 15, 2002, including the assumption by NorthWestern of NorthWestern Energy's obligations with respect to the Indenture and the 8.45% Junior Subordinated Debentures due December 31, 2036 (the "QUIPs Debentures") outstanding under the Indenture, by execution and delivery of the Third Supplemental Indenture thereto (the "Third Supplemental Indenture"), dated as of November 15, 2002.

We are pleased to hand you herewith our Company Order for the execution and delivery of the Third Supplemental Indenture, under Section 1201 of, and supplemental to, the Indenture. Accompanying this Company Order are the following papers:

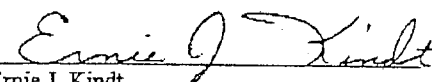
1. Four counterparts of the Third Supplemental Indenture, pursuant to Sections 1101(a) and 1201 of the Indenture, which have been executed on behalf of NorthWestern Energy and NorthWestern;
2. an Officer's Certificate, executed by an officer of NorthWestern Energy and of NorthWestern, pursuant to Sections 102 and 1101(c) of the Indenture;
3. an Opinion of Paul, Hastings, Janofsky & Walker LLP, special New York counsel to NorthWestern and NorthWestern Energy, pursuant to Sections 102 and 1203 of the Indenture;
4. an Opinion of Vice President - Legal Administration and Corporate Secretary, NorthWestern;
5. an Assumption Agreement (QUIPs Guarantee) pursuant to which NorthWestern assumes the obligations of NorthWestern Energy under the Guarantee, pursuant to Section 8.01 of the Guarantee and Sections 1101 and 1002 of the Indenture; and
6. an Assignment and Assumption Agreement (QUIPs Agreements) executed by NorthWestern and assuming the obligations and liabilities of NorthWestern Energy connection with the Trust Agreement and the Expense and Liability Agreement.

We request that you execute all four counterparts of the Third Supplemental Indenture and, when so executed, retain two counterparts for The Bank of New York and deliver the remaining two counterparts to James M. McCarrick, Paul, Hastings, Janofsky & Walker LLP, 75 East 55th Street, New York, NY 10022.

Kindly acknowledge receipt of this Company Order and accompanying papers referred to herein by signing and returning the copy of this letter hereto attached.

Yours very truly,

NORTHWESTERN ENERGY, L.L.C.

By: 
Ernie J. Kindt
Vice President & Chief Accounting Officer

The undersigned, as Trustee under the Indenture referred to above, hereby acknowledges receipt of the above-mentioned documents listed in the Company Order of NorthWestern Energy, L.L.C.

THE BANK OF NEW YORK,
as Trustee

By: _____
Name: MaryBeth A. Lewicki
Title: Vice President

Dated: November ___, 2002

TOTAL P.07

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